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TULA MICHELE HAFF
Attorney and Counselor at Law

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863.324.5880

3399 CYPRESS GARDENS ROAD, SUITE C
WINTER HAVEN, FLORIDA 33884-2453

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863.324.7786

March 24, 2005

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

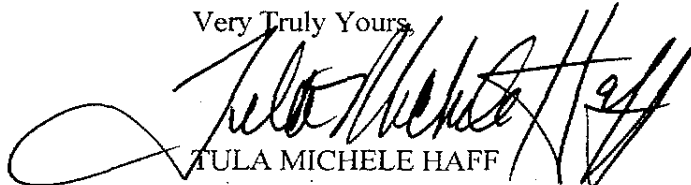
**RE: Articles of Amendment
E. MICHAEL DOWNS, P.A.
Our File No.: 12141**

Dear Secretary of State:

Attached you will find an original and one copy of the Articles of Amendment to be filed with your office. Also enclosed you will find our firm's check in the amount of \$35.00 to cover the filing fee for this document. Please file the Articles of Amendment and return one stamped copy of the same to my office upon completion. I have also enclosed a postage pre-paid/self-addressed envelope for your convenient return of the stamped copy of same.

If you have any questions, please feel free to contact my office.

Very Truly Yours,



TULA MICHELE HAFF

TMH/krm
Enclosures



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 6, 2005

TULA MICHELE HAFF
ATTORNEY AND COUNSELOR AT LAW
3399 CYPRESS GARDENS ROAD, SUITE C
WINTER HAVEN, FL 33884-2453

SUBJECT: E. MICHAEL DOWNS, P.A.
Ref. Number: P04000111662

We have received your document for E. MICHAEL DOWNS, P.A. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Restated Articles of Incorporation.

Restated Articles of Incorporation for a Florida profit corporation are filed pursuant to section 607.1007, Florida Statutes.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document Specialist

Letter Number: 005A00023476

RECEIVED
05 APR 19 AM 8:10
DIVISION OF CORPORATIONS

**RESTATED
ARTICLES OF INCORPORATION
OF**

E. MICHAEL DOWNS, P.A.

N/K/A

AT HOME REALTY AND DEVELOPMENT, INC.

FILED
05 APR 19 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Document Number of Corporation (If known) P04000111662

Pursuant to the provisions of section 607.1007, Florida Statutes, this Florida corporation adopts the following Restatement to The Articles of Incorporation of E. MICHAEL DOWNS, P.A., a Florida corporation, filed in Tallahassee, on JULY 29, 2004 and files this certificate information in support thereof:

FIRST: The date of the amendment/restatement's adoption was March 23, 2005.

SECOND: The amendment/restatement was approved by all the shareholders. The number of votes cast for the amendment/restatement was sufficient for approval.

THIRD: The Articles of Incorporation of E. MICHAEL DOWNS, P.A., a Florida corporation, filed in Tallahassee, on JULY 29, 2004, be and they hereby are restated and amended in total to read as follows:

**SEE ATTACHED
RESTATEMENT OF ARTICLES OF INCORPORATION
OF
E. MICHAEL DOWNS, P.A., N/K/A
AT HOME REALTY AND DEVELOPMENT, INC.**

**RESTATEMENT OF ARTICLES OF INCORPORATION
OF
AT HOME REALTY AND DEVELOPMENT, INC.**

ARTICLE I - NAME

This name of this Corporation is AT HOME REALTY AND DEVELOPMENT, INC.

ARTICLE II - DURATION

The corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities of business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 2202 Citrus Blvd., Haines City FL 33844 and the initial registered agent of this corporation at such office shall be E. MICHAEL DOWNS, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business shall be 2202 Citrus Blvd., Haines City FL 33844.

ARTICLE VII - CONFLICT OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are peculiarly or otherwise interested in, or are directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniary or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm who is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other corporation or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE VIII - CORPORATE AND STOCKHOLDER DEBT

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

ARTICLE IX – INDEMNIFICATION

This Corporation shall indemnify and insure its officers and Directors, and any former officers and directors, to the fullest extent permitted by law, either now or hereafter.

ARTICLE X - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) and up to ten (10) members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1) nor more than (10).

The names and addresses of the directors constituting the initial Board of Directors are:

Name	Address
E. MICHAEL DOWNS	2202 Citrus Blvd. Haines City FL 33844

ARTICLE XI - INCORPORATOR

The name and street address of the persons signing these Articles of Incorporation are:

Name	Address
E. MICHAEL DOWNS	2202 Citrus Blvd. Haines City FL 33844



E. MICHAEL DOWNS - Director

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation of AT HOME REALTY AND DEVELOPMENT, INC., were signed before me 23 day of March, 2005, by E. MICHAEL DOWNS as Incorporator, and who produce Personally known as identification.



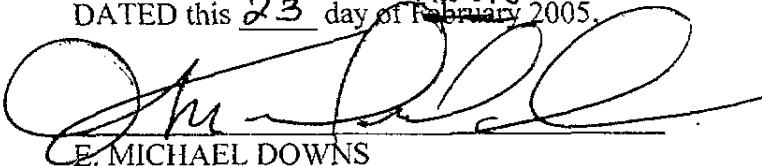
TULA MICHELE HAFF
MY COMMISSION # DD 154237
EXPIRES: October 30, 2006
Bonded Thru Budget Notary Services


Notary Public

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for AT HOME REALTY AND DEVELOPMENT, INC., at the place designated in the Articles of Incorporation, 2202 Citrus Blvd., Haines City FL 33844, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

DATED this 23 day of March, 2005.


E. MICHAEL DOWNS